

R² is phenyl-(CH₂)_m-, naphthyl-(CH₂)_m-, (C₃-C₁₀)cycloalkyl-(CH₂)_m-, (C₁-C₆)alkyl or (C₂-C₉)heteroaryl-(CH₂)_m-, wherein m is zero, one, two, three or four; wherein each of said phenyl, naphthyl, (C₃-C₁₀)cycloalkyl and (C₂-C₉)heteroaryl moieties of said phenyl-(CH₂)_m-, naphthyl-(CH₂)_m-, (C₃-C₁₀)cycloalkyl-(CH₂)_m- and (C₂-C₉)heteroaryl-(CH₂)_m- groups may optionally be substituted with one or more substituents, wherein each substituent is independently hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-

(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl,
5 [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH-, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-
10 (C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl, phenoxy, benzyloxy, (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl;

R³ is hydrogen, (C₁-C₁₀)alkyl, (C₃-C₁₀)cycloalkyl-(CH₂)_n-, (C₂-C₉)heterocycloalkyl-(CH₂)_n-, (C₂-C₉)heteroaryl-(CH₂)_n- or aryl-(CH₂)_n-; wherein n is
15 zero, one, two, three, four, five or six;

wherein the (C₁-C₁₀)alkyl moiety of said R³ (C₁-C₁₀)alkyl group may optionally be substituted with one or more substituents, wherein each substituent is independently hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-,
20 (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl,
25 (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH-, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl,
30 (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl; and wherein any of the carbon-carbon single bonds of said (C₁-C₁₀)alkyl may optionally be replaced by a carbon-carbon double bond;

wherein the (C₃-C₁₀)cycloalkyl moiety of said R³ (C₃-C₁₀)cycloalkyl-(CH₂)_n- group may optionally be substituted by one to three substituents, wherein each

- substituent is independently hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl,
- 5 (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH,
- 10 (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl, (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl;
- 15 wherein the (C₂-C₉)heterocycloalkyl moiety of said R³ (C₂-C₉)heterocycloalkyl-(CH₂)_n- group comprises nitrogen, sulfur, oxygen, >S(=O), >SO₂ or >NR⁶, wherein said (C₂-C₉)heterocycloalkyl moiety of said (C₂-C₉)heterocycloalkyl-(CH₂)_n- group may optionally be substituted on any of the ring carbon atoms capable of forming an additional bond with a substituent, wherein the substituent is hydrogen, halo, CN,
- 20 (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl,
- 25 (C₁-C₆)alkylamino(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-,
- 30 (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl, (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl;

wherein the (C₂-C₉)heteroaryl moiety of said R³ (C₂-C₉)heteroaryl-(CH₂)_n- group comprises nitrogen, sulfur or oxygen wherein said (C₂-C₉)heteroaryl moiety of

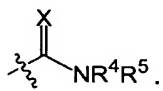
said (C₂-C₉)heteroaryl-(CH₂)_n- group may optionally be substituted on any of the ring carbon atoms capable of forming an additional bond with a substituent, wherein the substituent is hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-
 5 (C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl,
 10 (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl,
 15 (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl; and

wherein said aryl moiety of said R³ aryl-(CH₂)_n- group is optionally substituted phenyl or naphthyl, wherein said phenyl and naphthyl may optionally be substituted with from one to three substituents, wherein each substituent is independently hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy,
 20 (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-,
 25 (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl,
 30 (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl;

or R³ and the carbon to which it is attached form a five to seven membered carbocyclic ring, wherein any of the carbon atoms of said five membered carbocyclic ring may optionally be substituted with a substituent, wherein the substituent is

hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl, (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl; wherein one of the carbon-carbon bonds of said five to seven membered carbocyclic ring may optionally be fused to an optionally substituted phenyl ring, wherein said phenyl substituents may be hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl, (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl;

Y is (C₂-C₉)heteroaryl, (C₂-C₉) heterocycloalkyl, R⁵R⁶N-sulfonyl or a group of the formula



X is O, S, or NR¹²;

R⁴ is hydrogen, (C₁-C₆)alkyl, hydroxy, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C=O)-, (C₃-C₁₀)cycloalkyl-(CH₂)_p-, (C₂-C₉)heterocycloalkyl-(CH₂)_p-, (C₂-C₉)heteroaryl-(CH₂)_p-, phenyl-(CH₂)_p-, or naphthyl-(CH₂)_p-, wherein p is zero, one, two, three or four; wherein said (C₂-C₉)heterocycloalkyl, (C₂-C₉)heteroaryl, phenyl and naphthyl groups of said (C₂-C₉)heterocycloalkyl-(CH₂)_p-, (C₂-C₉)heteroaryl-(CH₂)_p-, phenyl-(CH₂)_p-, or naphthyl-(CH₂)_p- may be optionally substituted on any of the ring atoms capable of supporting an additional bond with a substituent, wherein the substituent is hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂ amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino (C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃-, (C₁-C₆)alkyl-SO₃-, phenyl, (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl;

or R⁴ and R⁵ together with the nitrogen atom to which they are attached form a (C₂-C₉)heterocycloalkyl group wherein any of the ring atoms of said (C₂-C₉)heterocycloalkyl group may optionally be substituted with a substituent, wherein the substituent is hydrogen, halo, CN, (C₁-C₆)alkyl, hydroxy, hydroxy-(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₁-C₆)alkoxy(C₁-C₆)alkyl, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, HO-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-O-(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-(C=O)-O-, (C₁-C₆)alkyl-(C=O)-O-(C₁-C₆)alkyl, H(O=C)-, H(O=C)-(C₁-C₆)alkyl, (C₁-C₆)alkyl(O=C)-, (C₁-C₆)alkyl(O=C)-(C₁-C₆)alkyl, NO₂, amino, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂ amino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino (C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂amino(C₁-C₆)alkyl, H₂N-(C=O)-, (C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂N-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl, (C₁-C₆)alkyl-HN(C=O)-(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-(C=O)-(C₁-C₆)alkyl, H(O=C)-NH-, (C₁-C₆)alkyl(C=O)-NH, (C₁-C₆)alkyl(C=O)-[NH](C₁-C₆)alkyl, (C₁-C₆)alkyl(C=O)-[N(C₁-C₆)alkyl](C₁-C₆)alkyl, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-(S=O)-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-SO₂-NH-, H₂N-SO₂-, H₂N-SO₂-(C₁-C₆)alkyl, (C₁-C₆)alkylHN-SO₂-

(C₁-C₆)alkyl, [(C₁-C₆)alkyl]₂N-SO₂-(C₁-C₆)alkyl, CF₃SO₃⁻, (C₁-C₆)alkyl-SO₃⁻, phenyl, (C₃-C₁₀)cycloalkyl, (C₂-C₉)heterocycloalkyl, or (C₂-C₉)heteroaryl;

R⁵ is hydrogen, (C₁-C₆)alkyl or amino;

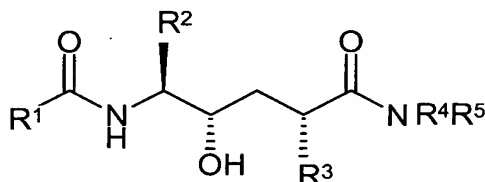
R⁶ is hydrogen, (C₁-C₆)alkyl, (C₁-C₆)alkoxy-(CH₂)_g-, (C₁-C₆)alkoxy(C=O)-
 5 (CH₂)_g-, (C₁-C₆)alkyl-(SO₂)-(CH₂)_g-, (C₆-C₁₀)aryloxy-(CH₂)_g-, (C₆-C₁₀)aryloxy(C=O)-
 (CH₂)_g-, or (C₆-C₁₀)aryl-(SO₂)-(CH₂)_g-, wherein g is an integer from zero to four; and

R¹² is hydrogen, CN, (C=O)-(C₁-C₉)alkyl, or (SO₂)-(C₁-C₉)alkyl;

with the proviso that when either R⁴ or R⁵ is hydrogen, and the other of R⁴ or
 R⁵ is (C₁-C₆)alkyl, R² is (C₃-C₁₀)cycloalkyl or isopropyl and R³ is (C₃-C₅)alkyl,
 10 phenyl, methylvinyl, dimethylvinyl, halovinyl, hydroxy(C₁-C₃)alkyl or amino(C₁-C₄)alkyl
 then R¹ must be other than indol-5-yl, 6-azaindol-2-yl, 2,3-dichloro-pyrol-5-yl, 4-
 hydroxyquinolin-3-yl, 2-hydroxyquinoxalin-3-yl, 6-azaindolin-3-yl, or optionally
 substituted indol-2 or 3-yl;
 or a pharmaceutically acceptable form thereof.

15

2. The method according to claim 1, wherein said compound of formula I has the
 formula Ia



Ia

wherein R¹, R², R³, R⁴ and R⁵ are as described in claim 1.

20

3. The method according to claim 2, wherein R¹ is optionally substituted
 pyrazolo[3,4-b]pyridinyl, cinnolinyl, pyridinyl, 6,7-dihydro-5H-[1]pyrindinyl,
 benzothiazolyl, indolyl, pyrazinyl, benzoimidazolyl, benzofuranyl, benzo[b]thiophenyl,
 naphthalenyl, quinoxalinyl, isoquinolinyl, 5, 6, 7, 8-tetrahydro-quinolin-3-yl or
 25 quinolinyl.

4. The method according to claim 2, wherein R¹ is optionally substituted
 pyrazolo[3,4-b]pyridin-5-yl, cinnolin-4-yl, pyridin-2-yl, 6,7-dihydro-5H-[1]pyrindin-3-yl,
 benzothiazol-2-yl, indol-2-yl, pyrazin-2-yl, benzoimidazol-2-yl, benzofuran-2-yl,

benzo[b]thiophen-2-yl, naphthalen-2-yl, quinoxalin-2-yl, quinoxalin-6-yl, isoquinolin-1-yl, isoquinolin-3-yl, isoquinolin-4-yl, 5, 6, 7, 8-tetrahydro-quinolin-3-yl, quinolin-2-yl, quinolin-3-yl, quinolin-4-yl or quinolin-6-yl.

- 5 5. The method according to claim 2, wherein R¹ is optionally substituted quinoxalin-2-yl, quinoxalin-6-yl, quinolin-2-yl, quinolin-3-yl, quinolin-4-yl or quinolin-6-yl.
6. The method according to claim 2, wherein R² is optionally substituted benzyl.
- 10 7. The method according to claim 2, wherein R³ is optionally substituted (C₁-C₁₀)alkyl or (C₃-C₁₀)cycloalkyl-(CH₂)_n.
8. The method according to claim 2, wherein R³ is optionally substituted n-butyl, t-butyl, isobutyl, n-pentyl, 2-methyl-pentyl, cyclopentyl, or cyclohexyl.
- 15 9. The method according to claim 2, wherein R³ is substituted by fluoro or hydroxy.
- 20 10. The method according to claim 2, wherein R³ is 4,4-difluoro-cyclohexylmethyl, 2-fluoro-2-methyl-butyl, isobutyl, or 1-hydroxy-cyclohexyl.
11. The method according to claim 2, wherein the compound is:
quinoxaline-2-carboxylic acid 4(R)-carbamoyl-1(S)-(3-chloro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;
- 25 7,8-difluoro-quinoline-3-carboxylic acid (1S)-benzyl-4(R)-carbamoyl-2(S),7-dihydroxy-7-methyl-octyl)-amide;
- 6,7,8-trifluoro-quinoline-3-carboxylic acid (1(S)-benzyl-4(R)-carbamoyl-2(S),7-dihydroxy-7-methyl-octyl)-amide;
- 30 quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(3-fluoro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;
- quinoxaline-2-carboxylic acid (1(S)-benzyl-2(S),7-dihydroxy-4(R)-hydroxycarbamoyl-7-methyl-octyl)-amide;

quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(2-chloro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;

quinoxaline-2-carboxylic acid [1(S)-(2-fluoro-benzyl)-2(S),7-dihydroxy-4(R)-hydroxycarbamoyl-7-methyl-octyl]-amide;

5 quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(2-fluoro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide;

quinoxaline-2-carboxylic acid [1(S)-(3,4-difluoro-benzyl)-2(S),7-dihydroxy-4(R)-hydroxycarbamoyl-7-methyl-octyl]-amide;

10 quinoxaline-2-carboxylic acid [4(R)-carbamoyl-1(S)-(3,4-difluoro-benzyl)-2(S),7-dihydroxy-7-methyl-octyl]-amide; or

quinoxaline-2-carboxylic acid (4(R)-carbamoyl-2(S),7-dihydroxy-7-methyl-1(S)-naphthalen-1-ylmethyl-octyl)-amide.

12. The method according to claim 1, wherein the compound is administered as a
15 composition comprising the compound of formula I or Ia and a pharmaceutically acceptable carrier.

13. The method according to claim 12, wherein the disorder or condition is
selected from the group consisting of pulmonary fibrosis, fibrosis associated with end-
20 stage renal disease, fibrosis caused by radiation, tubulointerstitial fibrosis, subepithelial fibrosis, scleroderma, hepatic fibrosis, primary and secondary biliary cirrhosis, obesity, cachexia, anorexia, type II diabetes, hyperlipidemia and hypergonadism, sequelae associated with multiple myeloma, breast cancer, joint
tissue damage, hyperplasia, pannus formation and bone resorption, hepatic failure,
25 Kawasaki syndrome, myocardial infarction, acute liver failure, septic shock, congestive heart failure, pulmonary emphysema or dyspnea associated therewith, viral induced encephalomyelitis or demyelination, gastrointestinal inflammation, bacterial meningitis, cytomegalovirus, adenoviruses, Herpes viruses, fungal
meningitis, lyme disease, and malaria.